

EXHIBIT 3

CONSTITUTION AND BYLAWS OF THE YAKIMA UNION GOSPEL MISSION

ARTICLE I - Name

The name of this Corporation shall be **UNION GOSPEL MISSION OF YAKIMA, WASH**

ARTICLE II - Purpose

The principal objects and purposes for which this Corporation is formed are to:

The Yakima Union Gospel Mission exists to provide Christ centered rescue, recovery and restoration to men, women and children in in need.

Our Vision:

Our vision is to see individuals and families set free from addictions and homelessness; transformed by God to become physically, emotionally and spiritually healthy; equipped educationally and vocationally to participate in society and live successful, balanced lives on their own,-dependent only on Christ and interdependent with other people.

In carrying out these objects and purposes, such ministries shall be instituted and such other methods of work adopted as from time to time shall be considered expedient, necessary, and wise by the Board of Directors.

ARTICLE III - Board of Directors

Section 1. General oversight and the creation of Board policies of the Corporation shall be the responsibility of a Board of Directors consisting of not less than eight (8) and not more than fifteen (15) members chosen as hereinafter provided. There shall be no members of this corporation.

Section 2. Members of the Board of Directors of the Corporation shall be chosen from churches in agreement with the Corporation's Evangelical Statement of Faith. The members shall be suggested by the Board of Directors and recommended by their pastors and/or church officers as members in good standing in their church, without reproach in the community, and interested and willing to serve on the Board of Directors of the Corporation. All nominees must be elected by a two-thirds (2/3) vote of the Mission Board of Directors. Churches may be represented by not more than two (2) members on the Board of Directors, so that churches of Yakima, Washington, and surrounding communities are represented. Individuals become members of the Board of Directors as soon as notice of their election is received by them and upon their acceptance.

Section 3. Each Board Member will be elected by the Board of Directors to serve for a term of three (3) years and successive terms by re-election will be permissible.

Section 4. Board Members (not Emeritus Members) will be expected to attend all regularly scheduled Board meetings. The Board may set an attendance requirement as a condition of service on the Board.

Section 5. A vote by the Board for dismissal of a member, with or without cause, must be by 2/3 vote of the entire membership of the Board of Directors whether present or absent.

Section 6. Any member of the Board of Directors, or previous member, who is over 60 years of age and has served for four terms or more, may request to be elected as an Emeritus Member of the Board. Emeritus Members will not have a vote like Active Members. The requirements for service or Board Member attendance will not be required of Emeritus Members.

Section 7. The business of Board Meetings shall be primarily to establish policy, to review business affairs of the Corporation, and to carry on and conduct any other business which shall be submitted by members of the, Board of Directors, or the Chief Executive Officer.

Section 8. A quorum at a regular monthly, special meeting or the annual meeting shall be a majority of the Board members then in office. Business transacted at a Board Meetings shall require a majority of a quorum, participating and voting.

Section 9. Technology generated meetings: To the extent permitted by law, a conference among Directors by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, if the same notice is given of the conference as would be required for a meeting, and if the numbers of Directors participating in the conference would be sufficient to constitute a quorum at the meeting.

Section 10. By Written Consent: An action may be taken by written consent, which describes the action taken and is signed by all Directors.

ARTICLE IV - Annual Meeting

Section 1. The annual meeting of the Corporation shall be held at the March scheduled meeting of the Board each year.

Section 2. The business of the annual meeting shall be primarily to hear reports; to elect a Chair, Chair-Elect, and Secretary/Treasurer; and to carry on and conduct any other business which shall be submitted by the members of the Board of Directors or Chief Executive Officer; and to elect or re-elect Board Members.

ARTICLE V - Officers and Executive Committee

Section 1. The officers of the corporation shall be a Chair, a Chair-Elect, and Secretary/Treasurer. The Board of Directors may elect such other officers as they may see fit with such duties as the Board may deem proper.

Section 2. The Officers shall be elected each year by the Board of Directors at their annual meeting and shall hold office for a term of one (1) year or until their successors are elected.

Section 3. There shall be an Executive Committee consisting of the Chair, the Chair-Elect, and the Secretary/Treasurer. The Executive Committee shall act in emergency matters and on matters of policy between meetings, each action to be subject to approval at the next board meeting. The Executive Committee shall have no authority to hire or fire the Chief Executive Officer, add or remove Board members, make financial decisions in excess of \$25,000 or add any mortgage or other legal encumbrance. The Executive Committee shall have the authority to call a special board meeting.

Section 4. Chair: The Chair shall be the chief governance officer, shall preside at meetings of the Board and shall assure the integrity and fulfillment of the Board's process. The Chair shall discharge such other duties of the Board of Directors and all other duties usually incident to the office of the Chair.

Section 5. Chair-Elect: The Chair-Elect shall have such powers and perform such duties as may be delegated by the Board of Directors. In the absence or disability of the Chair. The Chair-Elect shall perform the duties and exercise the powers of the Chair.

Section 6. The Secretary/Treasurer shall ensure the integrity of the corporation's legal documents and filings and ensure that they are accurate, complete, and current. The Secretary/Treasurer shall serve as the Chair of the Finance Committee and ensure that the Committee monitors finances and oversees investments and audits.

ARTICLE VI - Chief Executive Officer

Section 1. The Chief Executive Officer shall be appointed by and accountable to the Board of Directors and shall be responsible for the day-to-day operations of the Corporation. He/she shall ensure organizational accomplishment of Board defined ends and organizational compliance with Board defined executive limitations as determined by the Board within governing policies. He/she shall oversee and hire all employees of the Corporation. The authority to fix the compensation of the Chief Executive Officer rests with the Board. The Chief Executive Officer shall fix the compensation of all other employees.

Section 2. The Chief Executive Officer shall be an ex-officio member of all committees, except for the audit committee or when his/her compensation and/or performance are being discussed.

Section 3. A Chief Executive Officer shall be appointed only after an affirmative vote of $\frac{3}{4}$ or more of the entire membership of the Board of Directors counting all voting members, whether present or absent, and after unanimous approval of the nominating committee.

Section 4. The Chief Executive Officer may be removed for any reason by an affirmative vote of the majority of the entire Board of Directors counting all voting members whether present or absent.

ARTICLE VII - Committees

Section 1. The Board may appoint such committees standing or ad hoc as it sees fit. Committees and their chairpersons will normally be appointed by the Chair unless Board policy defines otherwise.

ARTICLE VII - Finances

Section 1. Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Chief Executive Officer generally has contract authority when exercised consistent with the Board's policies.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, and other methods of payments: All checks, drafts or other methods for the payment of money are subject to the Board's financial policies.

Section 4. In the event that any project or campaign is oversubscribed, the remainder of the funds not used for specific event or season, if any, will be used to feed, shelter, and care for the homeless and destitute as directed by the Board of Directors, if it can be done consistent with ethical practices and ECFA guidelines.

Section 5. The fiscal year of the Corporation shall be from April 1 to March 31 of each year.

Section 6. Indemnification of Directors and Officers: Any Director or Officer, or his executor or administrator, shall be entitled to indemnification if and to the extent determined in accordance with state law.

ARTICLE IX - Waiver of Notice

Whenever any notice is required to be given to any Director under provisions of these Bylaws or the Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE X – Amendments

All amendments to this Constitution and Bylaws shall be by a majority vote of the entire membership of the Board of Directors (counting all members whether present or absent). Such action may be taken at a regular Board Meeting, the Annual Meeting or at a special meeting called for such purpose. Notice of any proposed amendment or amendments shall be filed in writing with the Board Secretary at least twenty-one (21) days prior to the annual, regular monthly, or of a special meeting called thereof; and the Secretary shall include the text of the proposed amendment or amendments in the call for any such meeting.

Constitution and Bylaws combined and amended September 13, 2016
Bylaws amended – January 5, 2021